

RECORDATION NO. 21027-D FILED

SEP 06 '05

3-35 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 6, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Amendment No. 2 to Railroad Equipment Lease, dated as of August 31, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 21027.

The names and addresses of the parties to the enclosed document are:

Lessor: M&T Credit Services, LLC  
25 South Charles Street  
Baltimore, Maryland 21202

Lessee: The Kansas City Southern Railway Company  
427 West 12th Street  
Kansas City, Missouri 64105

Mr. Vernon A. Williams  
September 6, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

29 mill gondola railcars within the respective series GWWR 3202 – GWWR 3215 and GWWR 3250 – GWWR 3268 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum Amendment No. 2 to Railroad Equipment Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

SEP 06 '05

3-35 PM

MEMORANDUM OF AMENDMENT NO. 2  
TO RAILROAD EQUIPMENT LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDMENT NO. 2 TO RAILROAD EQUIPMENT LEASE (this "Memorandum") dated as of August 31, 2005 is between M&T CREDIT SERVICES, LLC (successor-by-merger to M&T Credit Corporation, successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (f/k/a The First National Bank of Maryland)), a New York limited liability company (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY (successor to Gateway Western Railway), a Missouri corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessor, as successor lessor, has leased to the Lessee, as successor lessee, thirty-five (35) 100-ton mill gondola railcars more specifically described in Exhibit A to that certain Railroad Equipment Lease dated as of August 6, 1997 but listed on its cover page and elsewhere as dated as of "August 7, 1997", as amended by that certain Amendment No. 1 to Railroad Equipment Lease dated as of September 1, 2002 (as so amended, and as may be amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease").

B. A Memorandum of Railroad Equipment Lease Agreement dated as of August 7, 1997 was recorded with the Surface Transportation Board on November 25, 1997 under recordation No. 21027.

C. Twenty-nine (29) of the original thirty-five (35) railcars are currently subject to the Lease. The twenty-nine (29) railcars currently subject to the Lease are more specifically described in Schedule 1 attached hereto and made a part hereof, and are collectively defined herein as the "Units". The remaining six (6) of the original thirty-five (35) railcars, bearing car marks and numbers GWWR 3201, GWWR 3206, GWWR 3209, GWWR 3213, GWWR 3251, and GWWR 3269, suffered casualties and have been removed from the Lease.

D. The Lessor and the Lessee are parties to that certain Amendment No. 2 to Railroad Equipment Lease, dated as of the date hereof, pursuant to which the Lessor has agreed to extend the term of the Lease with respect to the Units.

E. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signatures Appear on Following Page]

-2-

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE KANSAS CITY SOUTHERN RAILWAY  
COMPANY (successor to Gateway Western  
Railway)

By: *Ronald G. Russ*  
Name: Ronald G. Russ  
Title: Executive Vice President and Chief Financial Officer

Approved:  
*[Signature]* 8-29-05

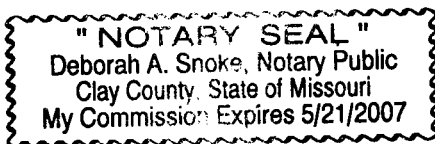
STATE OF Missouri )  
 ) ss:  
COUNTY OF Jackson )

The foregoing Memorandum of Amendment No. 2 to Railroad Equipment Lease was acknowledged before me, the undersigned Notary Public, in the County of Jackson this 29<sup>th</sup> day of August, 2005 by Ronald G. Russ, as Exec V.P. + CFO of THE KANSAS CITY SOUTHERN RAILWAY COMPANY (successor to Gateway Western Railway), a Missouri corporation.

*Deborah A. Snoke*  
Notary Public

My commission expires: 5/21/2007

[Notarial Seal]



## **SCHEDULE 1**

### **DESCRIPTION OF UNITS**

Twenty-nine (29), 100-ton, mill gondolas bearing reporting marks and numbers as follows:

#### **GROUP A UNITS -- REBUILT**

<b><u>No.</u></b>	<b><u>Car Numbers</u></b>	<b><u>Original Build Date</u></b>	<b><u>Re-Build Date</u></b>
1	GWWR 3250	May 1967	1988
2	GWWR 3252	May 1967	1988
3	GWWR 3253	May 1967	1988
4	GWWR 3254	May 1967	1988
5	GWWR 3255	May 1967	1988
6	GWWR 3256	May 1967	1988
7	GWWR 3257	May 1967	1988
8	GWWR 3258	May 1967	1988
9	GWWR 3259	May 1967	1988
10	GWWR 3260	May 1967	1988
11	GWWR 3261	May 1967	1988
12	GWWR 3262	May 1967	1988
13	GWWR 3263	May 1967	1988
14	GWWR 3264	May 1967	1988
15	GWWR 3265	May 1967	1988
16	GWWR 3266	May 1967	1988
17	GWWR 3267	May 1967	1988
18	GWWR 3268	May 1967	1988

#### **GROUP B UNITS – NOT REBUILT**

<b><u>No.</u></b>	<b><u>Car Numbers</u></b>	<b><u>Original Build Date</u></b>	<b><u>Re-Build Date</u></b>
1	GWWR 3202	March 1967	N/A
2	GWWR 3203	February 1967	N/A
3	GWWR 3204	August 1967	N/A
4	GWWR 3205	March 1967	N/A
5	GWWR 3207	March 1967	N/A
6	GWWR 3208	May 1966	N/A

<u>No.</u>	<u>Car Numbers</u>	<u>Original Build Date</u>	<u>Re-Build Date</u>
7	GWWR 3210	March 1967	N/A
8	GWWR 3211	March 1967	N/A
9	GWWR 3212	February 1967	N/A
10	GWWR 3214	March 1967	N/A
11	GWWR 3215	February 1967	N/A